

RECORDATION NO. 27323 FILED

DEC 28 '07 -12 30 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A LESTER

December 28, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of December 28, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

[Lessee: Midwest Agri-Commodities Company
7801 East. Bush Lake Road.
Edin, Minnesota 55439]

Mr. Vernon A. Williams
December 28, 2007
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A description of the railroad equipment covered by the enclosed document is:

100 triple hopper railcars:

TILX 516753 – TILX 516817
TILX 516868 – TILX 516902

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

SOUTH CENTRAL TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on December 28, 2007 by Trinity Rail Leasing Trust II, a Delaware statutory trust (as assignee of TILC (as defined below), the "Lessor").

WITNESSETH:

Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and Midwest Agri-Commodities Company, a North Dakota cooperative (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated April 28, 2006, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider One (1) to Railroad Car Lease Agreement, effective April 28, 2006, as amended by Amendment No. 1 to Rider One (1) effective April 28, 2006, whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY RAIL LEASING TRUST II

By: Thomas C. Sandron
Name: Thomas C. Sandron
Title: Vice President

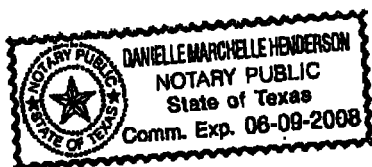
Executed on this 28th day of December, 2007

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 28th day of December 2007, before a Notary Public in and for said County and State, personally appeared Thomas C. Jardine, who being by me duly sworn, says that he is the Vice President of Trinity Rail Leasing Trust II, that said instrument was signed on December 28, 2007 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle M. Henderson
Notary Public

My Commission Expires: 6/9/08
Residing in Cedar Hill TX

[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:	5,161 cf. covered triple hopper cars equipped with 30" x 30" gates and trough hatches
Quantity:	One Hundred (100)
Road Numbers:	TILX 516753 – TILX 516817 TILX 516868 – TILX 516902

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/28/07



Robert W. Alvord